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Attorneys for Defendants Charles Schwab & Co., Inc.,  
Schwab Investments, and Charles Schwab Investment  
Management, Inc.

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

JERRY SMIT, individually and on behalf of all  
others similarly situated,

Plaintiff,

v.

CHARLES SCHWAB & CO., INC., SCHWAB  
INVESTMENTS and, CHARLES SCHWAB  
INVESTMENT MANAGEMENT, INC.,

Defendants.

Case No. 10-cv-03971 LHK

~~PROPOSED~~ ORDER APPROVING  
SUBSTITUTION OF COUNSEL

Defendants Charles Schwab & Co., Inc., Schwab Investments, and Charles Schwab Investment Management, Inc., hereby substitute Quinn Emanuel Urquhart & Sullivan, LLP, as counsel of record, replacing Morrison & Foerster LLP. Counsel's new address of record is:

RICHARD A. SCHIRTZER  
richardschirtzer@quinnemanuel.com  
QUINN EMANUEL URQUHART & SULLIVAN, LLP  
865 South Figueroa Street, 10th Floor  
Los Angeles, CA 90017-2543  
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The substitution of counsel will take effect upon the Court's entry of the proposed order.

Dated: December 8, 2010

DARRYL P. RAINS  
EUGENE ILLOVSKY  
CRAIG D. MARTIN  
DOROTHY L. FERNANDEZ  
MORRISON & FOERSTER LLP

By: /s/ Darryl P. Rains  
Darryl P. Rains

Dated: December 8, 2010

RICHARD A. SCHIRTZER  
KARIN KRAMER  
PATRICK DOOLITTLE  
QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

By: /s/ Patrick Doolittle  
Patrick Doolittle

1 Defendants hereby agree and consent to this substitution of counsel.

2 Dated: December 8, 2010

3 CHARLES SCHWAB & CO., INC.,  
4 SCHWAB INVESTMENTS, AND CHARLES  
5 SCHWAB INVESTMENT MANAGEMENT,  
6 INC.

7 By: /s/ Linda Drucker

8 Linda Drucker  
9 Associate General Counsel  
10 Charles Schwab & Co.  
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1 GOOD CAUSE APPEARING,

2 IT IS HEREBY ORDERED that Quinn Emanuel Urquhart & Sullivan, LLP shall, and  
3 hereby is, substituted for Morrison & Foerster LLP as counsel of record for Defendants Charles  
4 Schwab & Co., Inc., Schwab Investments, and Charles Schwab Investment Management, Inc.

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6 Date: December 15, 2010

  
HONORABLE LUCY H. KOH,  
U.S. District Court Judge